

WC 07-161

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LEGAL INSIGHT: BUSINESS INSTINCT

Russell M. Blau
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FCC/MELLON JUL 23 2007

July 23, 2007

Via Courier

Marlene H. Dortch, Secretary
Federal Communications Commission
Wireline Competition Bureau - CPD - 214 Appls.
P.O. Box 358145
Pittsburgh, PA 15251-5145

Re: In the Matter of the Joint Application of Citizens Communications Company ("Transferee") and Country Road Communications, LLC ("Transferor") For Approval of the Grant of Authority Pursuant to Section 214 of the Communications Act of 1934, as amended, for Approval of a Transfer of Control

Dear Ms. Dortch:

On behalf of Citizens Communications Company ("Transferee" or "Citizens") and Country Road Communications, LLC ("Transferor" or "Country Road"), enclosed please find an original and six (6) copies of an application for approval to transfer control of Country Road's subsidiaries¹ that hold domestic and international authority and their respective Section 214 authorizations from Country Road to Citizens. Pursuant to Section 63.04(b) of the Commission's Rules, Applicants submit this filing as a combined international section 214 transfer of control application and domestic section 214 transfer of control application ("Combined Application").

Also enclosed is a completed Fee Remittance Form 159 containing a valid credit card number and expiration date for payment, in the amount of \$965.00, to the Federal Communications Commission, which satisfies the filing fee required for this Combined Application under line 2.b of Section 1.1105 of the Commission's Rules. Applicants are simultaneously filing the Combined Application with the International Bureau through the MyIBFS Filing System.

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Please direct any questions regarding this filing to the undersigned.

Respectfully submitted,



Russell M. Blau
Troy F. Tanner

Boston
Hartford
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¹ GVN Services d/b/a Global Valley Long Distance and Global Valley Networks, Inc.

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¹ GVN Services d/b/a Global Valley Long Distance and Global Valley Networks, Inc.

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0287
Page 1 of 2

(1) LOCKBOX # 358145		SPECIAL USE ONLY	
		FCC USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Citizens Communications Company		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$965.00	
(4) STREET ADDRESS LINE NO. 1 3 High Ridge Park			
(5) STREET ADDRESS LINE NO. 2			
(6) CITY Stamford		(7) STATE CT	(8) ZIP CODE 06905
(9) DAYTIME TELEPHONE NUMBER (include area code) 203-614-5600		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0003576352		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME Citizens Communications Company			
(14) STREET ADDRESS LINE NO. 1 3 High Ridge Park			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY Stamford		(17) STATE CT	(18) ZIP CODE 06905
(19) DAYTIME TELEPHONE NUMBER (include area code) 203-614-5600		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0003576352		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE COT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$965.00	(27A) TOTAL FEE \$965.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, <u>M. Renee Britt</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE <u>M. Renee Britt</u>		DATE <u>7/23/2007</u>	
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD <input checked="" type="checkbox"/> VISA <input type="checkbox"/> AMEX <input type="checkbox"/> DISCOVER <input type="checkbox"/>			
ACCOUNT NUMBER <u>REDACTED</u>		EXPIRATION DATE <u>REDACTED</u>	
I hereby authorize the FCC to charge my credit card for the service(s) authorization herein described.			
SIGNATURE <u>[Signature]</u>		DATE <u>7/23/2007</u>	

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159

FEBRUARY 2003 (REVISED)

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE (CONTINUATION SHEET) Page No <u>2</u> of <u>2</u>		SPECIAL USE FCC ONLY
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB - ADDITIONAL APPLICANT INFORMATION		
(13) APPLICANT NAME Country Road Communications, LLC		
(14) STREET ADDRESS LINE NO. 1 1500 Mt. Kemble Avenue		
(15) STREET ADDRESS LINE NO. 2 Suite 203		
(16) CITY Morristown	(17) STATE NJ	(18) ZIP CODE 07960
(19) DAYTIME TELEPHONE NUMBER (include area code) 908-221-9022		(20) COUNTRY CODE (if not in U.S.A.)
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) 0008696445		(22) FCC USE ONLY
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE 1		(29A) FCC CODE 2
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1		(29B) FCC CODE 2
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1		(29C) FCC CODE 2
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE 1		(29D) FCC CODE 2
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1		(29E) FCC CODE 2
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1		(29F) FCC CODE 2

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of the Application of)
)
)

CITIZENS COMMUNICATIONS COMPANY)

ITC-T/C-2007 _____

and)
)

WC Docket No. 07- _____

COUNTRY ROAD COMMUNICATIONS, LLC)
)
)

For Grant of Authority Pursuant to)
Section 214 of the Communications Act of)
of 1934 and Section 63.04 and 63.24 of the)
Commission's Rules to Complete a)
Transfer of Control of Global Valley Networks, Inc.)
and GVN Services d/b/a Global Valley Long)
Distance, Domestic and International Carriers,)
to Citizens Communications Company)

JOINT APPLICATION FOR TRANSFER OF CONTROL

I. INTRODUCTION

Citizens Communications Company ("Citizens") and Country Road Communications, LLC ("Country Road") (collectively, the "Applicants"), pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission's Rules, 47 C.F.R. §§ 63.04, 63.24, respectfully request authority to transfer control of GVN Services d/b/a Global Valley Long Distance ("GVS") and Global Valley Networks, Inc. ("GVN") (collectively, "Global Valley"), as more fully described below.¹

¹ In connection with the proposed transaction, Applicants will file with the Commission an FCC Form 603 to transfer control of a wireless radio license that will be processed by the Wireless Telecommunications Bureau.

A. Statement Concerning Streamlined Processing

Citizens owns three incumbent local exchange carrier ("ILEC") subsidiaries in California: Citizens Telecommunications Company of California Inc., Citizens Telecommunications Company of the Golden State, and Citizens Telecommunications Company of Tuolumne. In the aggregate, these three ILECs serve approximately 140,000 access lines.

GVN is regulated by this Commission as an ILEC, and provides local exchange service to customers in and about Patterson, California in Stanislaus County, California, Livingston in Merced County, California, San Antonio in Santa Clara County, California, and Guinda in Yolo County, California. GVN serves approximately 15,000 access lines.

Citizens and its subsidiaries have ILEC service areas that are adjacent to the ILEC service areas of Global Valley. Citizens' subsidiary, Citizens Telecommunications Company of Golden State, operates the Arbuckle and Williams exchanges which are immediately adjacent to the GVN Guinda exchange. Please see the map attached hereto as Exhibit C, which identifies the adjacent exchanges of Citizens and GVN. Because it appears that the Application does not fit exactly within any of the presumptive streamlined categories of Section 63.03(b) of the Commission's Rules, the Applicants are not requesting presumptive streamlined treatment of this Application pursuant to that Rule.

To the extent this adjacency disqualifies the Application from presumptive streamlined treatment, the Applicants nevertheless request streamlined treatment on a case-by-case approach.² Immediately following the transaction, (1) Citizens and its subsidiaries, including Global Valley, will hold less than a ten percent (10%) share of the interstate, interexchange

² *In re Implementation of Further Streamlining Measures for Domestic Section 214 Authorizations*, CC Docket No. 01-150, Report and Order at ¶ 34 (Mar. 21, 2002).

market; and (2) to the extent the Applicants' affiliates (as defined in Section 3(1) of the Communications Act - "Affiliates") are ILECs in other markets, these affiliates have in combination fewer than two (2) percent of the nation's subscriber lines installed in the aggregate nationwide. Since this Application would qualify for presumptive streamlined treatment but for the fact that ILEC Affiliates of the Applicants have adjacent service territories, the Applicants respectfully request that the Commission grant streamlined treatment to this Application, or in the alternative, process this Application on a non-streamlined basis but using similar timeframes for comments and approval as would be used for an Application with streamlined processing.

In support of this Application, the Applicants provide the following information:

II. THE APPLICANTS

A. Country Road Communications, LLC ("Transferor")

Country Road is a telecommunications company based in New Jersey, with operations focused in rural areas in Maine, Massachusetts, West Virginia, and California. Its rural LEC subsidiaries are: Pine Tree Networks in New Gloucester, Maine; War Telephone Company in War, West Virginia; Global Valley Networks in Patterson, California; and Granby Telephone Company in Granby, Massachusetts. Country Road's subsidiaries currently own approximately 33,000 local lines in these four locations.

B. Global Valley Networks, Inc. and GVN Services d/b/a Global Valley Long Distance ("Licensees")

GVS and GVN are based in Patterson, California and provide service to approximately 15,000 equivalent access lines in the Central Valley of California. They provide local dial tone, long distance, high-speed broadband Internet access and other related services. They have

incorporated the newest technologies into their telecommunications systems, and have expanded their operations into the areas of Computer Telephony Integration (CTI), data and Internet services, DSL, ISDN and conferencing services. GVS provides international services pursuant to FCC File No. ITC-214-20020225-00113.

C. Citizens Communications Company ("Transferee")

Citizens is a corporation organized under the laws of Delaware. Citizens is a holding company for various operating companies, including, among others, the telecommunications operating subsidiaries described in Exhibit B of this Application. Citizens does not itself provide telecommunications services. Citizens' current principal place of business is at 3 High Ridge Park, Stamford, Connecticut 06905. Citizens was incorporated in the state of Delaware in 1935 as Citizens Utilities Company. Today, Citizens' subsidiaries provide service to rural areas and small and medium-sized towns and cities as ILECs under the "Frontier" name. Citizens' subsidiaries serve approximately 2.5 million telephone access lines.

Through Frontier, Citizens offers a variety of integrated telecommunications products. Frontier is typically the dominant incumbent carrier in the markets it serves and provides the "last mile" of telecommunications services to residential and business customers in these markets. Frontier's business is primarily with residential customers and, to a lesser extent, non-residential customers. Frontier principally provides switched and non-switched access services, local services, long distance services (through its subsidiary Frontier Communications of America, Inc.), data and Internet services, directory services, and television services. Citizens is also in the beginning stages of offering wireless and Voice over Internet Protocol ("VoIP") services in certain markets.

Citizens operates as an ILEC in 24 states, and is authorized to provide services in 49 states through its long distance and competitive local subsidiary, Frontier Communications of America, Inc. Citizens and its subsidiaries provide domestic interstate services pursuant to blanket domestic Section 214 authority. Citizens also indirectly holds international Section 214 authority through its subsidiary, Frontier Communications of America, Inc., which is authorized to provide international resale services pursuant to ITC-214-19971202-00753, and through its recent acquisition of Commonwealth Telephone Enterprises, Inc. and its subsidiaries, which are authorized to provide global facilities-based and global resale services, in FCC File No. ITC-214-19960726-00343 (as amended by Public Notice, DA No. 00-1314, released June 15, 2000).

III. DESCRIPTION OF THE TRANSACTION (ANSWER TO QUESTION 13)

In order to consummate the proposed transaction, Applicants have entered into a Stock Purchase Agreement ("Agreement") dated as of July 3, 2007. Pursuant to the Agreement, Citizens will purchase from Country Road 100% of the outstanding common stock of Evans Telephone Holdings, Inc. ("Evans"), the parent company of Global Valley. Upon consummation of the transaction, Country Road will hold no ownership interest in either Evans or Global Valley.

Through the purchase of the common shares of Evans, control will be transferred to Citizens. For the Commission's convenience, pre- and post-transaction corporate organizational charts are provided as Exhibit A attached hereto.

Although the proposed transaction will result in a change in the indirect ownership and control of Global Valley, the proposed transaction will not affect the assets these companies currently hold or adversely affect any of the customers who receive service in connection with

their on-going operations. Immediately following the consummation of the transaction, those customers will continue to receive service under the same tariffs, rates, terms and conditions of service. The proposed transfer of control of Global Valley to Citizens, therefore, is expected to be seamless and virtually transparent, other than in name, to consumers.

IV. PUBLIC INTEREST STATEMENT

The Applicants respectfully submit that the transaction described herein will serve the public interest. The proposed transaction will provide Global Valley with access to Citizens' advanced network capabilities, technical and financial strengths and complementary services, which together are expected to strengthen Citizens' and Global Valley's ability to expand their offerings and provide more advanced telecommunications services to a broader customer base. The Applicants expect that the proposed acquisition will enable both Citizens and Global Valley to continue to offer innovative products and to further benefit consumers and the national telecommunications marketplace.

Further, the transaction will be conducted in a manner that will be virtually transparent to customers of Global Valley. The transfer of control of Global Valley will not result in a change of carrier for end user customers. Following consummation of the proposed transaction, Global Valley will continue to provide high-quality communications services to its customers without interruption and without immediate change in tariffs, rates, terms or conditions.

Citizens is a respected, long-time participant in the local exchange marketplace, focusing largely on rural and suburban communities. In recent years, Citizens has determined to emphasize its focus on rural and suburban communities, a market which, it believes, has been underserved in the current telecommunications environment.

The service territories of Citizens' Frontier subsidiaries and Global Valley fit together exceptionally well. The combined size and depth of expertise of the companies will help create a "critical mass" of employees, customers and technology. The companies' combined size will give them an increased ability to focus on growing their customer base through new business opportunities. The instant transaction will permit Citizens to expand its first-rate service offerings to Global Valley's customers in the Central Valley area of California and offer them additional innovative and value added services.

Citizens is committed to meeting the needs and telecommunications requirements of small and medium-sized communities and ensuring that these communities become part of the information superhighway. The instant transaction will permit both Citizens and Global Valley to sharpen their focus on the areas where they are best able to provide their customers with innovative and value added services. For example, Citizens has a higher penetration of high speed Internet access (*i.e.*, DSL) in California than does Global Valley and, therefore, will seek to accomplish higher customer acceptance by Global Valley customers, as well. Competition for telecommunications service will be enhanced, as the combined size and depth of expertise of Citizens and Global Valley in California will enable them to compete more effectively with other facilities-based competitors, including cable telephony and wireless carriers.

Given the increasingly competitive nature of the interstate and international telecommunications businesses, the Applicants are seeking to complete the proposed transaction as soon as possible in order to ensure that consumers can rapidly obtain the benefits of the proposed transaction. Accordingly, Applicants respectfully request that the Commission process, consider and approve this Application as expeditiously as possible.

V. INFORMATION REQUIRED BY SECTION 63.24(E)

Pursuant to Section 63.24(e)(2) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18(a) through (d) for Citizens, Country Road, and Global Valley, and (h) through (p) for Citizens. The following information is also responsive to the requirements of Section 63.04(a)(1)-(5) of the Commission's Rules.

(a) Name, address and telephone number of each Applicant:

Citizens:

Citizens Communications Company
3 High Ridge Park
Stamford, Connecticut 06905
Tel: (203) 614-5600
FRN: 0003576352

Country Road Communications, LLC:

Country Road Communications, LLC
1500 Mt. Kemble Avenue - Suite 203
Morristown, NJ 07960
Tel: (908) 221-9022
Fax: (908) 221-0420
FRN: 0008696445

Global Valley:

Global Valley Networks, Inc.
515 Keystone Blvd.,
Patterson, CA, 95363
Tel: (209) 892-0221
Fax: (209) 892-0321
FRN: 0001550029

GVN Services
515 Keystone Blvd.,
Patterson, CA, 95363
Tel: (209) 892-0221
Fax: (209) 892-0321
FRN: 0006531792

(b) Jurisdiction of Organizations:

Citizens:

Citizens Communications Company is a corporation organized under the laws of Delaware.

Country Road:

Country Road Communications, LLC is a Delaware Limited Liability Company.

Global Valley:

Global Valley Networks Inc. and GVN Services are each a corporation organized under the law of California.

(c) (Answer to Question 10) Correspondence concerning this Application should be sent to:

For Citizens:

Andrew D. Lipman
Russell M. Blau
Troy F. Tanner
Bingham McCutchen LLP
2020 K Street, N.W.
Washington, DC 20006
Tel: (202) 373-6000
Fax: (202) 373-6001
Email: andrew.lipman@bingham.com
russell.blau@bingham.com
troy.tanner@bingham.com

Kevin Saville
Associate General Counsel
Citizens Communications Company
2378 Wilshire Blvd.
Mound, Minnesota 55364
Telephone: (952) 491-5564
Facsimile: (952) 491-5577
Email: ksaville@cczn.com

For Country Road and Global Valley:

Lawrence H. Gennari
Choate Hall & Stewart LLP
Two International Place
11- 150 Oliver St.
Boston, MA 02110
Tel: (617) 248-5288
Fax: (617) 248-4000
Email: lgennari@choate.com

Counsel for Country Road Communications, LLC

Michael G. Jones
Angie Kronenberg
Willkie Farr & Gallagher LLP
1875 K Street, N.W.
Washington, DC 20006-1238
Tel: (202) 303-1000
Fax: (202) 303-2000
Email: mjones@willkie.com
akronenberg@willkie.com

Counsel for Country Road Communications, LLC

With copies to:

Carla J. Reichelderfer
Global Valley Networks
CEO/President
515 Keystone Blvd., Patterson, CA, 95363
Tel: (209) 892-0221
Fax: (209) 892-0321
Email: carlar@gvni.net

- (d) Citizens is a holding company for various operating companies, and does not itself provide telecommunications services. Citizens' subsidiaries provide domestic interstate services pursuant to blanket domestic Section 214 authority. Attached as Exhibit B is a complete list of Citizens' affiliated carriers operating pursuant to blanket domestic Section 214 authority.

Citizens currently holds international Section 214 authority through its indirect controlling interest in Frontier Communications of America, Inc., which is authorized to provide international resale services pursuant to ITC-214-19971202-00753 (ITC-97-762), and through its recent acquisition of Commonwealth Telephone Enterprises, Inc. and its subsidiaries, which are authorized to provide global facilities-based and global resale services, in FCC File No. ITC-214-19960726-00343 (as amended by Public Notice, DA No. 00-1314, released June 15, 2000).

Country Road and its subsidiaries provide domestic interstate services pursuant to blanket domestic Section 214 authority. Country Road's subsidiaries holding blanket domestic Section 214 authority are: Pine Tree Networks in New Gloucester, Maine (Pine Tree Networks is the d/b/a name for both Country Road subsidiaries Pine Tree Telephone & Telegraph Co. and Saco River Telegraph and Telephone Company); War Acquisition Corp. d/b/a War Telephone Company in War, West Virginia; Global Valley Networks and GVN Services d/b/a Global Valley Long Distance in Patterson, California; and Granby Telephone & Telegraph Co. in Granby, Massachusetts.

While Country Road does not hold international Section 214 authority, several of its wholly-owned subsidiaries are authorized to provide international long distance services pursuant to Section 214 of the Communications Act and Sections 63.18(e)(1) and 63.18(e)(2) of the FCC's rules. They are as follows:

CRC Communications of Maine, Inc. d/b/a Pine Tree Networks, FCC File Nos. ITC-214-20000807-00468 (resale); and ITC-214-19980608-00391 (facilities-based and resale).

Communications Design Acquisition Corporation d/b/a Pine Tree Networks, FCC File No. ITC-214-20020213-00076 (facilities-based and resale).

Granby Telephone & Telegraph Company, FCC File No. ITC-214-20020524-00291 (facilities-based and resale).

GVN Services d/b/a Global Valley Long Distance, FCC File No. ITC-214-20020225-00113 (facilities-based and resale).

- (h) (Answer to Questions 11 & 12) The following entities own directly or indirectly 10% or more of Global Valley and Citizens:

Global Valley:

GVN Services d/b/a Global Valley Long Distance and Global Valley Networks, Inc. are both wholly-owned direct subsidiaries of Evans Telephone Holdings, Inc., which in turn is a direct wholly-owned subsidiary of Country Road Communications, LLC. Following consummation of the transaction, Country Road will no longer hold any ownership interest in Evans Telephone Holdings or Global Valley.

The following are all of the entities holding a 10% or greater direct ownership interest in Country Road:

The Prudential Insurance Company of America
Four Gateway Center
100 Mulberry Street
Newark, NJ 07102

Percent of Equity Interest Held: 36.1

Country of Citizenship: U.S.

Principal Business: The Prudential Insurance Company of America is a wholly owned insurance company subsidiary of Prudential Financial, Inc., a publicly traded company, with affiliates engaged in a variety of services including primarily insurance, brokerage, investment services, banking and real estate.

ABRY Partners IV, L.P.
111 Huntington Ave., 30th Floor
Boston, MA 02199

Percent of Equity Interest Held: 37.1

Country of Citizenship: U.S.

Principal Business: Investments

Harry Bennett
Country Road Communications, LLC
1500 Mt. Kemble Ave., Suite 203
Morristown, NJ 07960

Percent of Equity Interest Held: 11.7

Country of Citizenship: U.S.

Principal Business: Chairman and CEO, Country Road Communications, LLC

The following are all of the entities holding a 10% or greater indirect ownership interest in Country Road:

ABRY Capital Partners, L.P.
111 Huntington Ave., 30th Floor
Boston, MA 02199
Percent of Equity Interest Held: 37.1
Country of Citizenship: U.S.
Principal Business: Investments

Fleur de Lis, S.A.
c/o Paradigm Consulting
Washington Mall
Church Street, 2nd Floor
HM 11 Hamilton, Bermuda
Percent of Equity Interest Held: 14.3
Country of Citizenship: Bermuda
Principal Business: Investments

Stafford Insurance Company
111 Huntington Ave., 30th Floor
Boston, MA 02199
Percent of Equity Interest Held: 13.83
Country of Citizenship: U.S.
Principal Business: Insurance

ABRY Capital Partners, LLC
111 Huntington Ave., 30th Floor
Boston, MA 02199
Percent of Equity Interest Held: 37.1
Country of Citizenship: U.S.
Principal Business: Investments

Mr. Royce Yudkoff
111 Huntington Ave., 30th Floor
Boston, MA 02199
Percent of Equity Interest Held: 37.1
Country of Citizenship: U.S.
Principal Business: Investments

Citizens:

Citizens Communications Company is a widely held publicly traded company (NYSE: CZN) with no individual shareholder having a 10% or greater interest in Citizens.³

Neither Citizens nor Global Valley have any interlocking directorates with foreign carriers.

- (i) (Answer to Question 14) Applicants certify that neither Citizens nor Global Valley is a foreign carrier or affiliated with a foreign carrier.
- (j) (Answer to Question 15) Applicants certify that Citizens and Global Valley do not seek to provide international telecommunications services to any destination country where:
 - (1) An Applicant is a foreign carrier in that country; or
 - (2) An Applicant controls a foreign carrier in that country; or
 - (3) Any entity that owns more than 25 percent of an Applicant, or that controls an Applicant, controls a foreign carrier in that country; or
 - (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of an Applicant and are

³ No person or entity is expected to have a 10% or greater direct interest in Citizens Communications Company after the closing of the proposed transaction.

parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.

- (k) Not applicable.
- (l) Not applicable.
- (m) Not applicable.
- (n) Citizens and Global Valley certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.
- (o) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. *See* 21 U.S.C. § 853a. *See also* 47 C.F.R. §§ 1.2001-1.2003.
- (p) As set forth in **Section I.A.** above, Applicants respectfully request that this Application be considered for streamlined processing on a case-by-case basis, or in the alternative, be considered by the Commission under timeframes similar to those provided to streamlined applications.

VI. INFORMATION REQUIRED BY SECTION 63.04

In lieu of an attachment, pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b)

Applicants submit the following information in support of their request for domestic Section 214 authority in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12):⁴

- (a)(6) A description of the proposed transaction is set forth in **Section III.** above.
- (a)(7) Global Valley Networks, Inc. and GVN Services d/b/a Global Valley Long Distance provide local exchange and interexchange services in the following communities in the Central Valley of California: Patterson, Livingston, Guinda, San Antonio, Diablo Grande, Westley, Cressey, Grayson and Capay Valley, California. Citizens is a full-service communications provider offering local and long distance voice, television and Internet products and services in rural areas and small and medium-sized towns and cities around the country. Citizens ILEC affiliates operate in 24 states (Alabama, Arizona,

⁴ *See supra* pages 8-14 for information regarding the Applicants that satisfies the requirements set forth in Commission Rule 63.04(a)(1)-(5).

California, Florida, Georgia, Idaho, Illinois, Indiana, Iowa, Michigan, Minnesota, Mississippi, Montana, Nebraska, Nevada, New Mexico, New York, Ohio, Oregon, Pennsylvania, Tennessee, Utah, West Virginia and Wisconsin) and serve approximately 2.4 million telephone access lines. Citizens' largest market is Rochester, NY. A complete list of Citizens' ILEC affiliates is provided as Exhibit B.

Citizens' subsidiaries providing communications services, including local and long distance voice, television and Internet products and services in California, include: Citizens Telecommunications Company of California Inc.,⁵ Citizens Telecommunications Company of the Golden State⁶ and Citizens Telecommunications Company of Tuolumne.⁷ Citizens also owns a subsidiary, Frontier Communications of America, Inc. that provides long distance and is authorized to provide CLEC telephone services in California. Please see the map attached hereto as Exhibit C, which identifies the areas in California where each ILEC subsidiary operates.

Global Valley only provides telecommunications services in California, and as such, the Applicants only have adjacent service territories in that state. Please see the map attached hereto as Exhibit C, which shows all of the service territories of Citizens and Global Valley in California.

Citizens' subsidiary, Citizens Telecommunications Company of the Golden State, operates the Arbuckle and Williams exchanges which are immediately adjacent to the GVN Guinda exchange. Please see the map attached hereto as Exhibit C, which identifies the adjacent exchanges of Citizens and GVN.

- (a)(8) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant the Commission's Rules and Orders, or in the alternative, should be considered by the Commission with timeframes similar to that provided for streamlined applications. With respect to domestic authority, this Application may not qualify for presumed streamlined processing pursuant to Section 63.03(b)(2) because affiliates (as defined in Section 3(1) of the Communications Act - "Affiliates") of both Citizens and Global Valley are ILECs that have adjacent service areas. To the extent this disqualifies the Application from presumptive streamlined treatment, Applicants nevertheless

⁵ CTC California currently operates as an ILEC in Elk Grove and several other communities in central and northern California, including: Adin, Alturas, Bieber, Burney, Cedarville, Chester, Courtland, Eagle Lake, Fall River Mills, Ferndale, Greenville, Herlong, Isleton, Janesville, Keddie, McCloud, Meadowview, Milville, Mineral, Montgomery Creek, Paynes Creek, Ravendale, Petrolia, Rio Vista, Susanville and Walnut Grove.

⁶ CTC Golden State operates as an ILEC in several California communities, including: Arbuckle, Colusa, Grimes, Lake Almanor, Maxwell, Needles, Princeton, Westwood and Williams areas.

⁷ CTC Tuolumne operates as an ILEC in several California communities, including: Oak Run, Shingletown and Tuolumne.

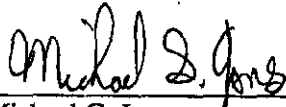
request streamlined treatment on the case-by-case approach because, immediately following the transaction, (1) Citizens and its subsidiaries, including Global Valley, will hold less than a ten percent (10%) share of the interstate, interexchange market; and (2) to the extent Applicants' Affiliates are incumbent local exchange carriers in other markets, these Affiliates have in combination fewer than two (2) percent of the nation's subscriber lines installed in the aggregate nationwide. Since this Application would qualify for presumptive streamlined treatment but for the fact that ILEC affiliates of Applicants have adjacent service territories, Applicants respectfully request that the Commission grant streamlined treatment to this Application, or in the alternative, process this Application on a non-streamlined basis but using similar timeframes for comments and approval as would be used for an Application with streamlined processing.

- (a)(9) Through this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations (this Application is being separately and concurrently filed with respect to both types of authorities in compliance with Commission Rule 63.04(b), 47 C.F.R. § 63.04(b)). A Form 603 application for the transfer of control of a wireless radio license is also being separately and concurrently filed with the Wireless Telecommunications Bureau.
- (a)(10) Prompt completion of the proposed transaction is critical to ensuring that Applicants can obtain the benefits described in the foregoing Application. Accordingly, Applicants respectfully request that the Commission approve this Application expeditiously in order to allow Applicants to consummate the proposed transaction as soon as possible.
- (a)(11) Not applicable.
- (a)(12) A statement showing how grant of the Application will serve the public interest, convenience and necessity is provided in **Section IV.** above.


VII. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application. Applicants respectfully request streamlined treatment to permit Applicants to consummate the proposed transaction as soon as possible, or in the alternative, that the Commission consider this Application on a non-streamlined basis but using similar timeframes for comments and approval as would be used for an Application with streamlined processing.

Respectfully submitted,


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Counsel for Citizens Communications Company

Dated: July 23, 2007

EXHIBIT A

Pre- and Post-Transaction Organizational Structure

Exhibit A

Citizens Pre-Transaction California Operating Companies

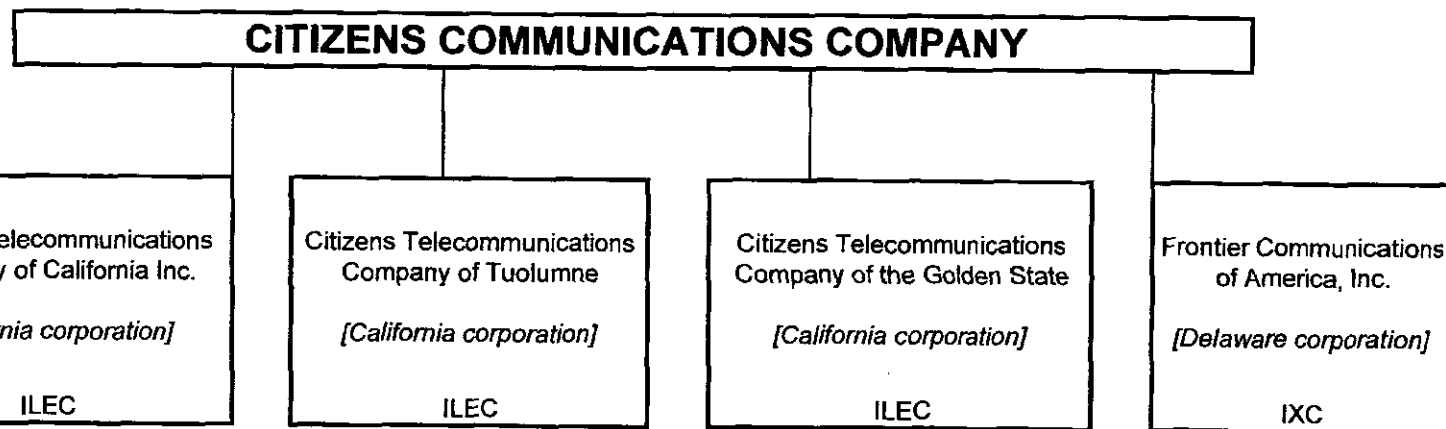


Exhibit A

Country Road Pre-Transaction Organizational Structure Related To Evans Telephone Operating Companies

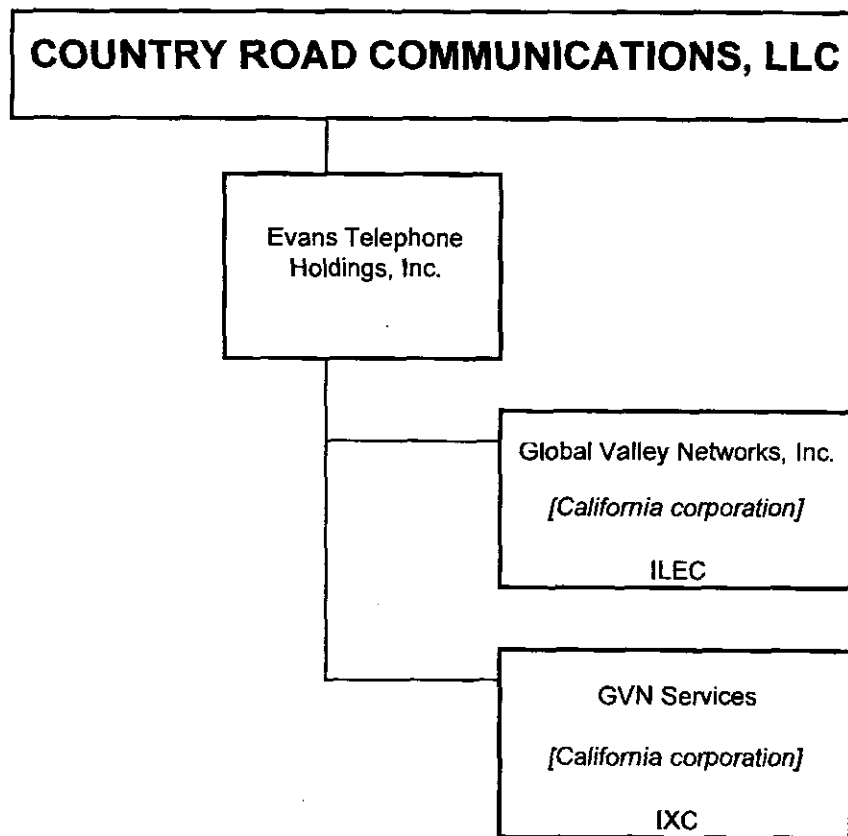


Exhibit A
Citizens Post-Transaction California Operating Companies

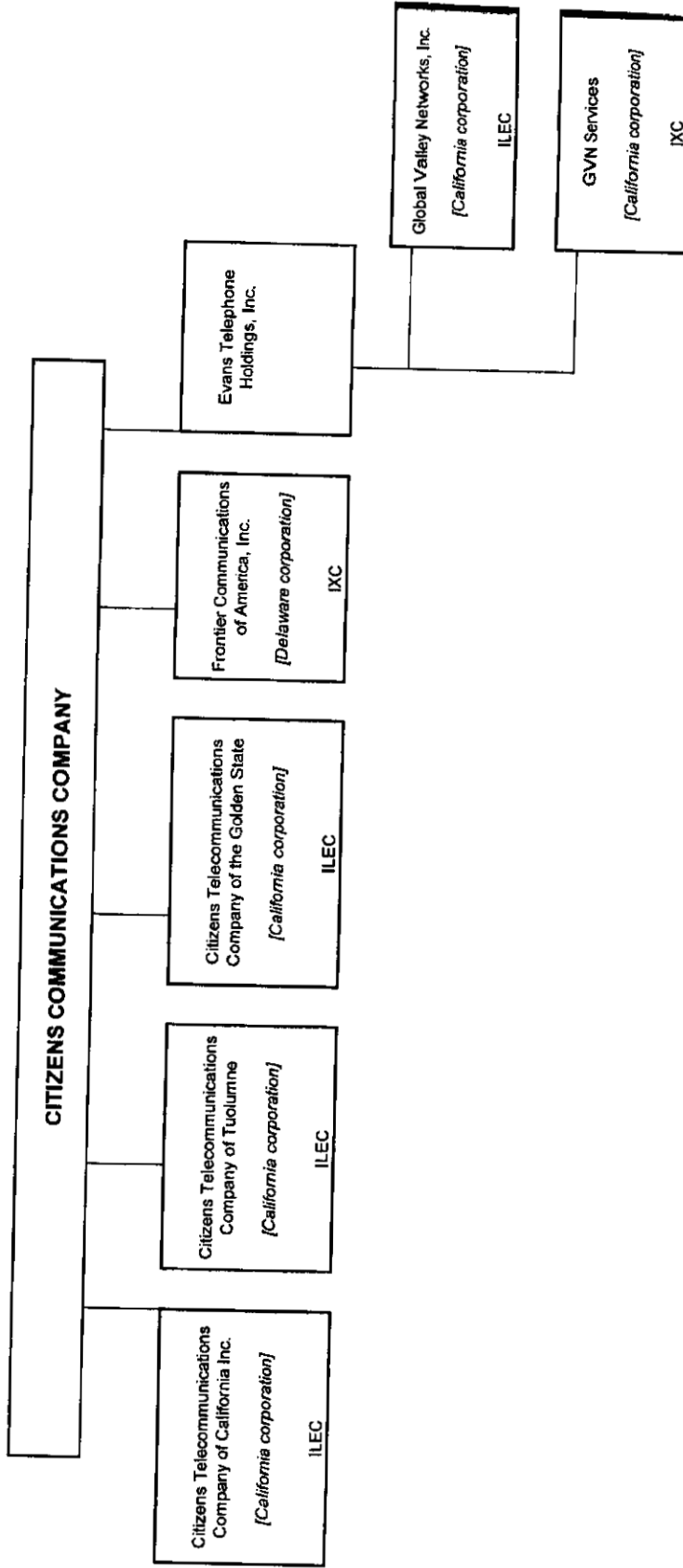


EXHIBIT B

Information on Affiliated ILECs and CLECs of Citizens Communications Company

Blanket Domestic 214 Authority is held by Citizens Communications Company, and covers the following Citizens ILEC subsidiaries:

Citizens Telecommunications Company of California Inc.
Citizens Telecommunications Company of Idaho
Citizens Telecommunications Company of Illinois
Citizens Telecommunications Company of Minnesota, LLC
Citizens Telecommunications Company of Montana
Citizens Telecommunications Company of Nebraska
Citizens Telecommunications Company of Nevada
Citizens Telecommunications Company of New York, Inc.
Citizens Telecommunications Company of Oregon
Citizens Telecommunications Company of Tennessee, L.L.C.
Citizens Telecommunications Company of the Golden State
Citizens Telecommunications Company of the Volunteer State, LLC
Citizens Telecommunications Company of the White Mountains, Inc.
Citizens Telecommunications Company of Tuolumne
Citizens Telecommunications Company of Utah
Citizens Telecommunications Company of West Virginia
Citizens Utilities Rural Company, Inc.
Frontier Communications - Midland, Inc.
Frontier Communications - Prairie, Inc.
Frontier Communications - Schuyler, Inc.
Frontier Communications - St. Croix LLC
Frontier Communications of Alabama, LLC
Frontier Communications of AuSable Valley, Inc.
Frontier Communications of Breezewood, LLC
Frontier Communications of Canton, LLC
Frontier Communications of DePue, Inc.
Frontier Communications of Fairmount LLC
Frontier Communications of Georgia LLC
Frontier Communications of Illinois, Inc.
Frontier Communications of Indiana, LLC
Frontier Communications of Iowa, Inc.
Frontier Communications of Lakeside, Inc.
Frontier Communications of Lakewood, LLC
Frontier Communications of Lamar County, LLC
Frontier Communications of Michigan, Inc.
Frontier Communications of Minnesota, Inc.
Frontier Communications of Mississippi, LLC
Frontier Communications of Mondovi LLC
Frontier Communications of Mt. Pulaski, Inc.

Frontier Communications of New York, Inc.
Frontier Communications of Orion, Inc.
Frontier Communications of Oswayo River, LLC
Frontier Communications of Pennsylvania, LLC
Frontier Communications of Seneca-Gorham, Inc.
Frontier Communications of Sylvan Lake, Inc.
Frontier Communications of the South, LLC
Frontier Communications of Thorntown, LLC.
Frontier Communications of Viroqua LLC
Frontier Communications of Wisconsin LLC
Frontier Telephone of Rochester, Inc.
Navajo Communications Company, Inc.
Ogden Telephone Company
Rhineland Telephone LLC
Commonwealth Telephone Company

In addition to these ILECs, Citizens' blanket 214 authority also covers Frontier Communications of America, Inc., Frontier Communications of Rochester, Inc., and CTSI, LLC, which operate as CLECs and provide interexchange services and CTE Telecom, LLC which provides interexchange services.

Background on Citizens Operating Subsidiaries: All Citizens operating subsidiaries, as set forth above, were incorporated or otherwise established in the United States. No Citizens operating subsidiary is a foreign company.

Ownership Structure of Citizens Operating Subsidiaries: Citizens directly owns the following operating ILECs and CLECs, including the listed Frontier operating subsidiaries:

Citizens Telecommunications Company of California Inc.
Citizens Telecommunications Company of Idaho
Citizens Telecommunications Company of Illinois
Citizens Telecommunications Company of Montana
Citizens Telecommunications Company of Nebraska
Citizens Telecommunications Company of Nevada
Citizens Telecommunications Company of New York, Inc.
Citizens Telecommunications Company of Oregon
Citizens Telecommunications Company of the Golden State
Citizens Telecommunications Company of the White Mountains, Inc.
Citizens Telecommunications Company of Tuolumne
Citizens Telecommunications Company of Utah
Citizens Telecommunications Company of West Virginia
Citizens Utilities Rural Company, Inc.
Frontier Communications of America, Inc.
Frontier Communications of AuSable Valley, Inc.
Frontier Communications of Indiana, LLC
Frontier Communications of Mississippi, LLC

Frontier Communications of New York, Inc.
Frontier Communications of Rochester, Inc.
Frontier Communications of Seneca-Gorham, Inc.
Frontier Communications of Sylvan Lake, Inc
Frontier Communications of Thorntown, LLC.
Frontier Telephone of Rochester, Inc.
Navajo Communications Company, Inc.
Ogden Telephone Company

Citizens indirectly owns the following Frontier operating subsidiaries through a 100% direct interest in Frontier Subsidiary Telco LLC, which in turn holds a 100% direct interest in the following entities:

Frontier Communications - Midland, Inc.
Frontier Communications - Prairie, Inc.
Frontier Communications - Schuyler, Inc.
Frontier Communications - St. Croix LLC
Frontier Communications of Alabama, LLC
Frontier Communications of Breezewood, LLC
Frontier Communications of Canton, LLC
Frontier Communications of DePue, Inc.
Frontier Communications of Fairmount LLC
Frontier Communications of Georgia LLC
Frontier Communications of Illinois, Inc.
Frontier Communications of Iowa, Inc.
Frontier Communications of Lakeside, Inc.
Frontier Communications of Lakewood, LLC
Frontier Communications of Lamar County, LLC
Frontier Communications of Michigan, Inc.
Frontier Communications of Minnesota, Inc.
Frontier Communications of Mondovi LLC
Frontier Communications of Mt. Pulaski, Inc.
Frontier Communications of Orion, Inc.
Frontier Communications of Oswayo River, LLC
Frontier Communications of Pennsylvania, LLC
Frontier Communications of the South, LLC
Frontier Communications of Viroqua LLC
Frontier Communications of Wisconsin LLC

Citizens indirectly owns the following Citizens operating subsidiaries through a 100% direct interest in NEWTEL, LLC, which in turn holds a 100% direct interest in the following entities:

Citizens Telecommunications Company of Minnesota, LLC
Citizens Telecommunications Company of Tennessee, L.L.C.
Citizens Telecommunications Company of the Volunteer State, LLC

Citizens indirectly owns the following ILEC operating subsidiary through a 100% direct interest in Rhinelander Telecommunications, LLC, which in turn holds a 100% direct interest in the following entity:

Rhinelander Telephone LLC

Citizens indirectly owns the following Frontier operating subsidiaries through a 100% direct interest in Frontier Subsidiary Telco LLC, which in turn holds a 100% direct interest in the following entities:

- Frontier Communications - Midland, Inc.
- Frontier Communications - Prairie, Inc.
- Frontier Communications - Schuyler, Inc.
- Frontier Communications - St. Croix LLC
- Frontier Communications of Alabama, LLC
- Frontier Communications of Breezewood, LLC
- Frontier Communications of Canton, LLC
- Frontier Communications of DePue, Inc.
- Frontier Communications of Fairmount LLC
- Frontier Communications of Georgia LLC
- Frontier Communications of Illinois, Inc.
- Frontier Communications of Iowa, Inc.
- Frontier Communications of Lakeside, Inc.
- Frontier Communications of Lakewood, LLC
- Frontier Communications of Lamar County, LLC
- Frontier Communications of Michigan, Inc.
- Frontier Communications of Minnesota, Inc.
- Frontier Communications of Mondovi LLC
- Frontier Communications of Mt. Pulaski, Inc.
- Frontier Communications of Orion, Inc.
- Frontier Communications of Oswayo River, LLC
- Frontier Communications of Pennsylvania, LLC
- Frontier Communications of the South, LLC
- Frontier Communications of Viroqua LLC
- Frontier Communications of Wisconsin LLC

Citizens indirectly owns the following Citizens operating subsidiaries through a 100% direct interest in NEWTEL, LLC, which in turn holds a 100% direct interest in the following entities:

- Citizens Telecommunications Company of Minnesota, LLC
- Citizens Telecommunications Company of Tennessee, L.L.C.
- Citizens Telecommunications Company of the Volunteer State, LLC

Citizens indirectly owns the following ILEC operating subsidiary through a 100% direct interest in Rhinelander Telecommunications, LLC, which in turn holds a 100% direct interest in the following entity:

Rhineland Telephone LLC

Citizens indirectly owns the following operating subsidiaries through a 100% direct interest in Commonwealth Telephone Enterprises, Inc., which in turn holds a 100% direct interest in the following entity:

Commonwealth Telephone Company

Commonwealth Telephone Company, which in turn holds a 100% direct interest in the following entities:

CTSI, LLC

CTE Telecom, LLC

EXHIBIT C

**California Maps Identifying Citizens and Global Valley
Operating Areas And Adjacent Exchanges**

EXHIBIT C

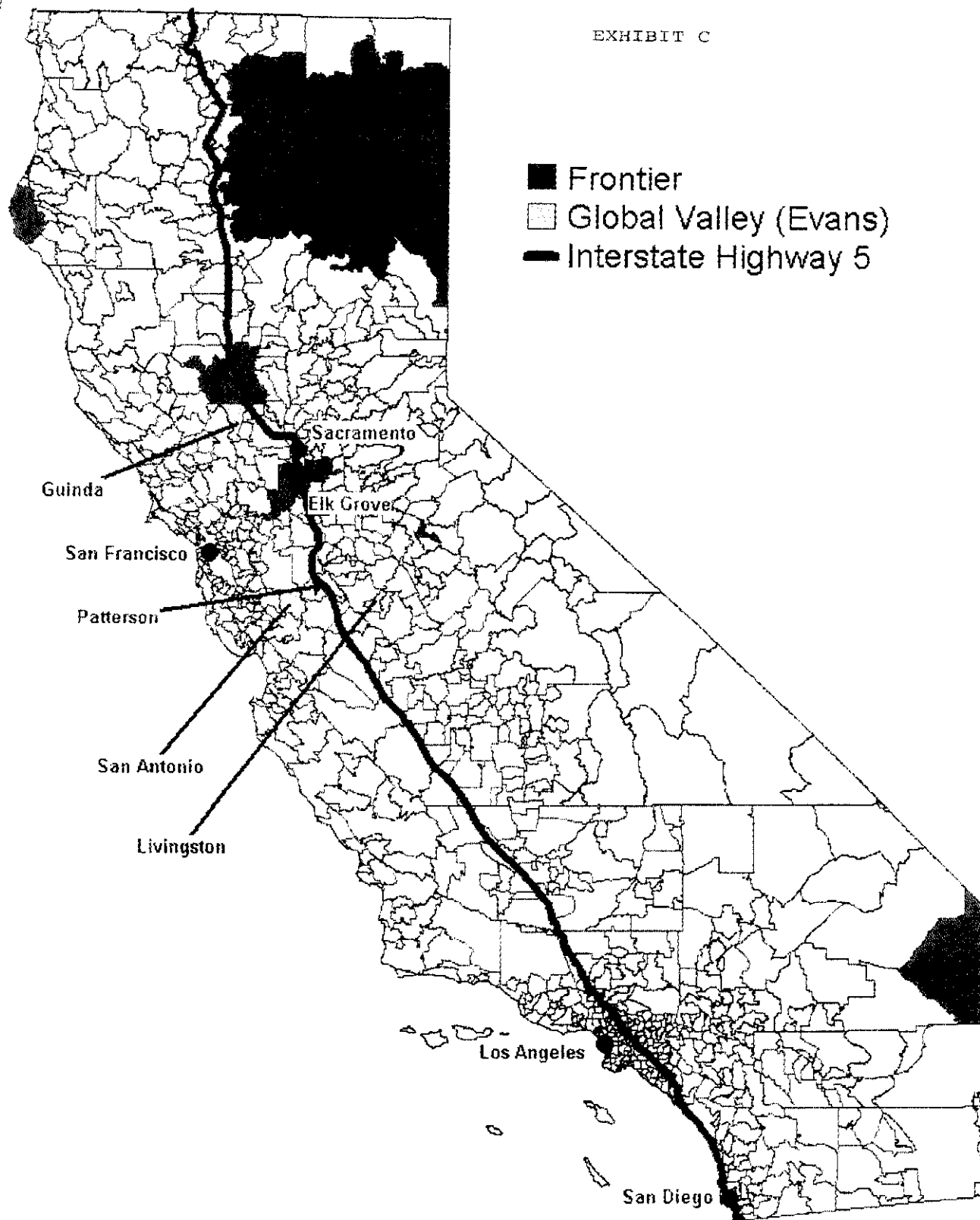
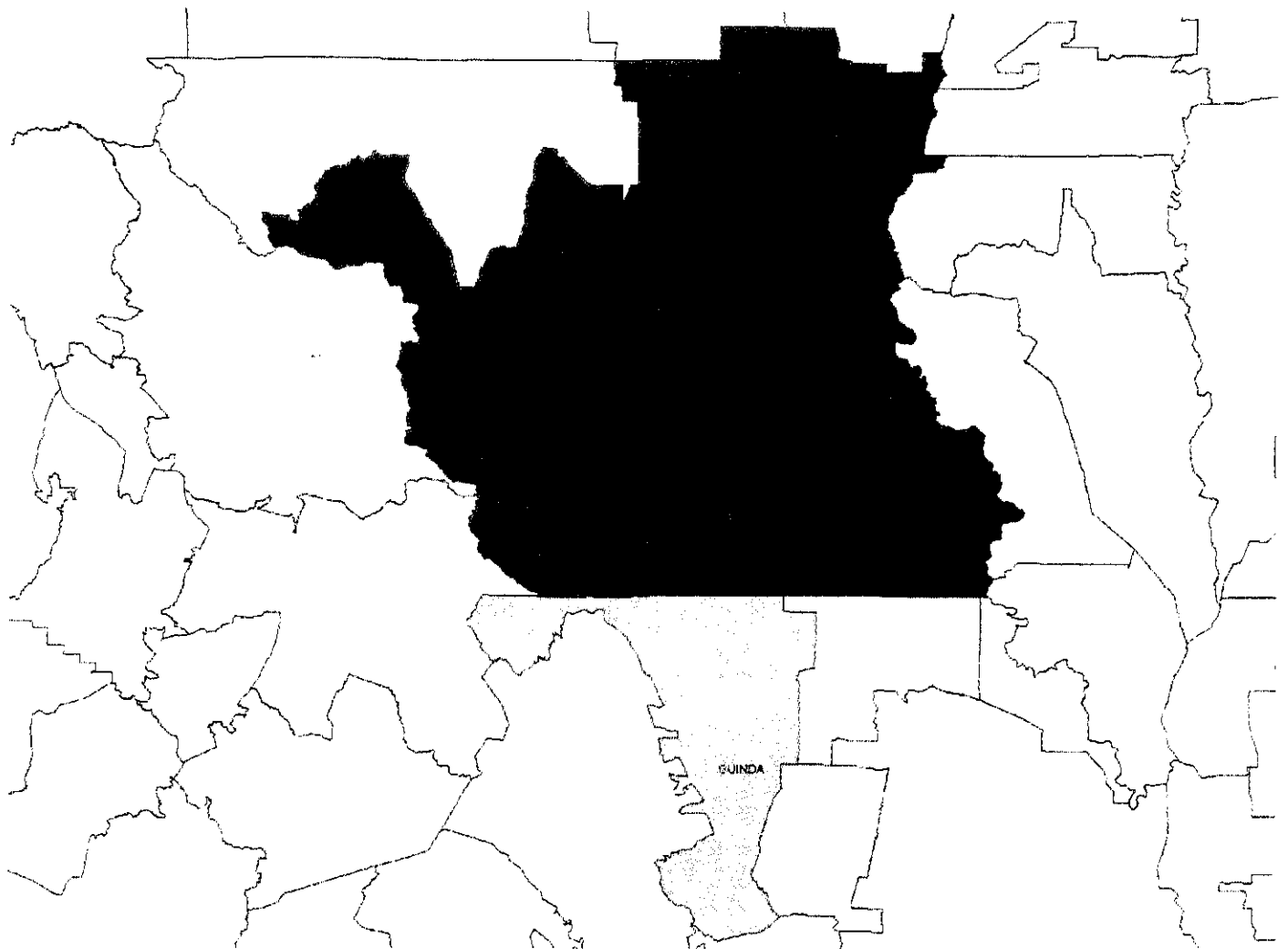


EXHIBIT C



CERTIFICATION

I, Donald R. Shassian, Chief Financial Officer of Citizens Communications Company ("Citizens"), hereby certify under penalty of perjury that I am authorized to make this Certification on behalf of Citizens, the Transferee in the foregoing application. I further certify that the information in the foregoing application as it pertains to the Transferee is true and accurate to the best of my knowledge, and that the Transferee is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853(a), as amended.

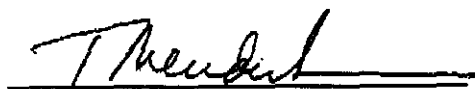


Donald R. Shassian
Chief Financial Officer

Date: 7/20/2007

CERTIFICATION

I, Thomas Mendenhall, Vice President-Finance, Secretary and Treasurer of Country Road Communications, LLC ("Country Road"), hereby certify under penalty of perjury that I am authorized to make this Certification on behalf of Country Road, Global Valley Networks, Inc., and GVN Services d/b/a Global Valley Long Distance, the Transferor and Licensees, respectively, in the foregoing application. I further certify that the information in the foregoing application as it pertains to the Transferor and Licensees is true and accurate to the best of my knowledge, and that neither the Transferor nor the Licensees are subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853(a), as amended.



Thomas Mendenhall, Vice President-
Finance, Secretary and Treasurer of Country
Road Communications, LLC

Date: July 20, 2007